

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

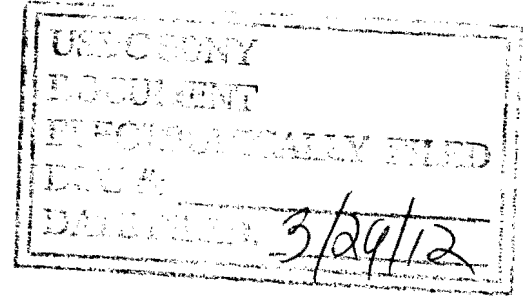
----- X  
GOODRICH CAPITAL, LLC and WINDSOR  
SHEFFIELD & CO. INC.,

Plaintiffs,

-v-

VECTOR CAPITAL CORPORATION,

Defendant.  
----- X



11 Civ. 9247 (JSR)

ORDER

JED S. RAKOFF, U.S.D.J.

On February 24, 2012, defendant moved to dismiss the First Amended Complaint in its entirety. The parties submitted extensive written briefs, and the Court heard oral argument on March 26, 2012. Having now fully considered the matter, the Court hereby dismisses only claim two for breach of the implied covenant of good faith and fair dealing and claim four for submission of an idea. In all other respects, the Court denies defendant's motion. Both Goodrich Capital, LLC and Windsor Sheffield & Co. Inc. may pursue the remaining claims. For discovery purposes, the Court notes that, while it dismisses claims two and four, it does not preclude plaintiffs from seeking to prove claim one, which alleges breach on contract, on any available theory. A written opinion stating the reasons for this ruling will issue in due course. In the interim, the Court directs the parties to proceed in accordance with the Case Management Plan dated February 8, 2012.

SO ORDERED.



---

JED S. RAKOFF, U.S.D.J.

Dated: New York, New York  
March 29, 2012